



Illinois Department of Transportation

REQUEST FOR QUALIFICATIONS (RFQ) ADDENDUM No. #3 ILLIANA CORRIDOR – ILLINOIS PROJECT

The purpose of this addendum is to transmit “Questions and Answers Set **#3**. All other terms and conditions of the original RFQ Notice and any addenda are unchanged. IDOT will continue to publish addenda to provide responses to vendor questions as required. Please check the Illinois Transportation Bulletin daily. Email RFQ Solicitation Contact Roger L. Driskell at Illiana.IllinoisProject@illinois.gov for questions concerning this addendum and the RFQ.

December 9, 2013



Illinois Department of Transportation

Questions and Answers Set # 3

Question # 15	
Question:	In light of the timeframe to respond to the RFQ, Respondent requests that IDOT accepts signatures in blue ink as originals if included in the SOQ.
IDOT Response:	Electronic (digital) signatures will not be accepted. However, IDOT will accept color photocopies of hand-signed originals in lieu of originals. Documents may be signed in blue ink, scanned and then printed or photocopied in color for inclusion in the hardcopies of the SOQ. The RFQ will be revised in a forthcoming addendum to incorporate this as a permissible approach.

Question # 16	
Question:	Certain synergies and efficiencies could be achieved if some of the Key Personnel could be shared between the Illinois portion of Illiana and the Indiana portion of Illiana. Is this approach acceptable for IDOT?
IDOT Response:	It is recognized that sharing Key Personnel between both procurements has benefits. The RFQ does not preclude this approach.

Question # 17	
Question:	Under the List of Key Personnel Section, is the Project Manager position considered to be part of the Developer's organization? If so, then will the Construction Manager position be responsible for the design and construction of the facility (aka Project Director) or is that person just one of potentially several Construction Managers?
IDOT Response:	Please see the response to Question #33 below. The "Project Manager" position is intended to refer to the Developer's Project Manager. The title of "Construction Manager" will be changed to "Design-Build Project Manager," and will refer to the person having overall responsibility for design and construction of the facility.

Question # 18	
Question:	Each Equity Member is required to provide a CFO Certificate which must be signed by the chief financial officer (or equivalent). Will a CFO Certificate signed by a corporation Treasurer be acceptable?
IDOT Response:	A corporation's Treasurer may be considered an equivalent officer to a chief financial officer, provided that he/she is a senior corporate officer responsible for overseeing the financial activities of the relevant company.

Question # 19	
Question:	<p>Proposer has previously requested that documents requiring signatures that are scanned with blue ink signatures be accepted in lieu of originals.</p> <p>If this request is granted, Proposer requests the following change to Part B, Volume 1, Section D (page 46):</p> <p style="padding-left: 40px;">“Provide an executed original of Form C for the Respondent, each Equity Member, each Lead Firm, and each Guarantor (if any).”</p>
IDOT Response:	Scanned versions of documents hand-signed in blue ink and printed or photocopied in color will be accepted by IDOT in lieu of originals. (Note, however, that electronic/digital signatures will not be accepted.) The RFQ will be revised in a forthcoming addendum to reflect this as a permissible approach.

Question # 20	
Question:	The RFQ calls for Proposers to provide 6 digital copies of the entire SOQ. If Proposer has confidential information provided in Volume 5, does IDOT wish to receive 6 digital copies of the information contained in Volume 5 in addition to the 6 digital copies that will contain Volumes 1-4?
IDOT Response:	Yes, if the Respondent has provided confidential information in an SOQ Volume 5, Respondent should provide 6 digital copies of such Volume.

Question # 21	
Question:	<p>The CFO Certificate requirements state that, "Each CFO Certificate must be signed by the chief financial (or equivalent) officer of the relevant entity, dated the date of the SOQ submission and confirm the following."</p> <p>Some of these letters are coming from countries outside of the United States, and as such will be prepared two to three weeks in advance of the SOQ due date. Proposer requests that IDOT understand that company executives are extremely reluctant to sign documents certifying information as of a forward looking date. Proposer requests that this clause be amended so that the document can be dated as of the date it is signed (which will only be a week or two prior to the SOQ due date).</p>
IDOT Response:	RFQ Part B, Section 4(B) will be revised to provide that the CFO Certificate must be dated no earlier than one week prior to the SOQ Due Date.

Question # 22	
Question:	Regarding the SOQ Organization outline contained in Part B, the Key Personnel Resumes were omitted from the outline. Please confirm Key Personnel resumes are to be included as Section B, 2(b), following Volume 2, Section B, 2(a) Key Personnel Qualifications.
IDOT Response:	SOQ Volume 2, Section B(2), regarding the qualifications of Respondent's Key Personnel, should include the list of Key Personnel required by RFQ Part B, Section 2(B)(2)(a), followed by the Key Personnel resumes provided in response to RFQ Part B, Section 2(B)(2)(b). The SOQ organization outline will be revised in a forthcoming addendum to the RFQ in order to clarify this requirement.

Question # 23	
Question:	<p>The Lead Contractor is generally the entity that procures the surety letter rather than the Respondent. Further, when the sureties for the Lead Contractor conduct an analysis for the purposes of issuing a performance and payment bond, the sureties limit their evaluation and representations to Lead Contractor. However, sentence 2 of paragraph 1 refers to the "Respondent's backlog and work-in progress."</p> <p>Please make the following changes to sentence 2 of paragraph 1: The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure and financial structure described in Part A including the anticipated security requirements described in Part A, Section 3.6) and has evaluated the Respondent's or Lead Contractor's backlog and work-in-progress in determining its bonding capacity."</p>
IDOT Response:	Please see IDOT's response to Question #14 in RFQ Addendum No. 2, Question and Answer Set #2. RFQ Part B, Section 4(E) will be revised in a forthcoming RFQ addendum to reference the backlog and work-in progress of the Lead Contractor, and not the Respondent.

Question # 24	
Question:	Can IDOT please clarify if the organization charts required in Vol. 2, Section B (3) of the RFQ count toward the 5 page limit for narrative?
IDOT Response:	The five-page limit applies only to the narrative description of Respondent's teaming arrangements and management structure required by RFQ Part B, Section 2(B)(3). The organizational charts which are to accompany the narrative description are not subject to the page limit.

Question # 25	
Question:	<p>As currently drafted, this section requires the Guarantor Support certification to be included in the CFO Certificate and signed by a Chief Financial Officer (or equivalent). Please confirm that the certification of Guarantor Support may be signed as a separate certification by the individuals empowered to do so and that such individuals may include the chief executive officer, chief financial officer or any other authorized officer or signatory. In our case, the certifications that are required to be made in the Guarantor Support certification must be provided by specific individuals who are authorized to do so under the Guarantor entity's organizational documents and do not specifically include the Chief Financial Officer (or equivalent). See below our suggested revisions:</p> <p style="padding-left: 40px;">“Guarantor Support: To the extent that a CFO Certificate is from a Guarantor, confirmation of such Guarantor's intention to support the Respondent, Equity Member, or Lead Contractor, as applicable, with the financial support and human resources needed by such entity to successfully satisfy its obligations in respect of the Illinois Project, including to complete construction of the Illinois Project; <u>provided that this certification may also be signed separately by the chief executive officer, other authorized officer or other authorized signatory/ies of the Guarantor.</u>”</p>
IDOT Response:	<p>In a forthcoming addendum to the RFQ, IDOT will make the following revision to Part B, Section 4(B)(4):</p> <p style="padding-left: 40px;"><u>Guarantor Support: To the extent that a CFO Certificate is from a Guarantor, provide confirmation of such Guarantor's intention to support the Respondent, Equity Member, or Lead Contractor, as applicable, with the financial support and human resources needed by such entity to successfully satisfy its obligations in respect of the Illinois Project, including to complete construction of the Illinois Project. Such confirmation may be provided in the CFO Certificate, signed by the chief financial (or equivalent) officer of the Guarantor, or may be provided by a separate certification signed by the chief executive officer or other officer of the Guarantor authorized to make such certification, dated no earlier than one week prior to the SOQ Due Date.</u></p>

Question # 26	
Question:	<p>As currently drafted, the definition of the term “affiliate” in Form C is overly broad and would require a level of diligence and disclosure that would be impractical, as the members of the Respondent providing Form C are often engaged in many joint ventures with otherwise unrelated third parties. Furthermore, the individual activities of such third parties that are unrelated to the joint venture or partnership in which they are involved with the entity providing Form C should be irrelevant to IDOT. Consistent with other RFQs in recent US procurements, we suggest the following revisions to this provision, which requires disclosure of activities that are relevant to the members of the Respondent and thus will provide IDOT with information that is relevant in its evaluation of the Respondent’s qualifications.</p> <p>“*The term “affiliate” as used herein includes parent companies, subsidiary companies, joint ventures s members <u>of which the entity completing Form C is a member</u> and partners <u>partnerships of which the entity completing Form C is a partner, in each case,</u> in which the entity <u>completing Form C</u> has more than a 15% financial interest <u>(and, with respect to joint ventures and partnerships, the disclosure required hereunder shall not include activities of joint venture members or partners not involving the Respondent, Equity Members, Major Non-Equity Members, Lead Firms or Guarantors).</u>”</p>
IDOT Response:	<p>In a forthcoming addendum to the RFQ, IDOT will revise the endnote to RFQ Part C, Form C as follows:</p> <p>*The term “affiliate” as used herein includes parent companies <u>at any tier</u>, subsidiary companies <u>at any tier, entities under common ownership, and</u> joint ventures s members and partners <u>partnerships</u> in which the entity has more than a 15% financial interest <u>involving such entities (but, with respect to joint ventures and partnerships, only as to activities of joint ventures and partnerships involving Respondent, any Equity Member, any Lead Firm, or any Guarantor as a joint venturer or partner and not to activities of other joint venturers or partners not involving Respondent, any Equity Member, any Lead Firm, or any Guarantor).</u></p> <p>Consistent revisions will be made to the first bullet in the definition of “Affiliate” in RFQ Part D.</p>

Question # 27	
Question:	<p>In the event that the Developer will be self-performing the O&M obligations (and thus the Equity Members are identified as the Respondent's "Lead Maintenance and Operations Firm"), please confirm that if the applicable Equity Members are providing the Guarantor Support certifications pursuant to Part B, Section 4(B)(4) and are providing project experience of a parent company, such Guarantor Support certifications will be sufficient to satisfy the requirements of clause (a) of the last paragraph of this section. Please see below our suggested revisions to reflect the foregoing:</p> <p style="padding-left: 40px;">"An entity described in clause (i), (ii), or (iii) above may rely on experience on projects in which such entity was ultimately responsible for at least 30% of the relevant experience, including where such experience is derived through such entity's participation in a joint venture, partnership or consortium for the project. Project experience provided by a parent or sister company of a Lead Firm will not be considered responsive to this RFQ. Notwithstanding the foregoing, project experience of a parent company will be considered responsive if:</p> <p style="padding-left: 40px;">(a) such parent company serves as a Guarantor providing a guarantee (in a form acceptable to IDOT in its discretion) covering the performance obligations of such Lead Firm and (b) such Lead Firm has equal access to the resources of the parent company necessary to perform the work required of that Lead Firm under the PPA; <u>or</u></p> <p style="padding-left: 40px;"><u>(b) in the event that the Developer will self-perform operations and maintenance work and the Respondent has identified the Equity Members as the "Lead Operations and Maintenance Firm" such Equity Members (i) have provided Guarantor Support certifications from their applicable parent companies pursuant to Part B, Section 4(B)(4) and (ii) have equal access to the resources of the parent company necessary to perform the work required of the Lead Operations and Maintenance Firm under the PPA.</u></p> <p style="padding-left: 40px;">In the event that a parent company serves as a Guarantor in accordance with the foregoing sentence, the Respondent shall submit such information for the proposed Guarantor as would be required of the Lead Firm (in addition to the information submitted with respect to such Lead Firm)."</p>
IDOT Response:	<p>Yes, consistent with the language in the RFQ, the O&M project experience of an Equity Member's parent company will be acceptable if (a) the parent company was ultimately responsible for at least 30% of the relevant experience, (b) a Guarantor support certification is provided with the SOQ pursuant to Part B, Section 4(B)(4), and (c) the Equity Member has equal access to the resources of the parent company necessary to perform the O&M work under the PPA. IDOT believes this is consistent with the intent of the current language in the RFQ generally applicable to parent company experience; therefore, no revision will be made specific to the requirements for self-performed O&M work.</p>

Question # 28	
Question:	<p>Can you please clarify that IDOT is looking for information related to contracts with a public owner in which the entity in question has been liable for material breach or terminated for cause? We respectfully request the following modification to clarify this point:</p> <p>“(2) Legal Liabilities</p> <p>Provide a list and a brief description of all instances during the last five years involving <u>contracts with public owners and</u>:</p> <ul style="list-style-type: none"> • Transportation projects in North America; • Transportation projects outside of North America with a contract value in excess of \$100 million; or • Any of those projects listed pursuant to Part B, Section 2(B) or Section 3; <p>in which the Respondent (or any other organization that is under common ownership with the Respondent), any Equity Member, any Lead Firm, or any Guarantor was:</p> <ul style="list-style-type: none"> • Determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract; or • Terminated for cause; <p>For each such instance, identify an owner’s representative with a current telephone number and email address.”</p>
IDOT Response:	<p>The requested change will not be made. To the extent that the responding entity has, in the last five years, been determined to be liable for material breach of contract or terminated for cause with respect to a relevant transportation project or other project listed pursuant to RFQ Part B, Section 3 that is owned by a private entity, a brief description should be provided.</p>

Question # 29	
Question:	<p>As currently drafted, this section states that information submitted in response to this section shall be limited to a maximum of one page for each Respondent, Each Equity Member and each Major Non-Equity Member. For a consortium, partnership, or joint venture, we note that a summary of key terms of a teaming agreement will be overly limited by this page restriction. Can IDOT please confirm that any summary of key terms be excluded from the one page limitation for our responses to the information requested in this section?</p>
IDOT Response:	<p>IDOT will exclude any summary of key terms of any teaming agreement from the one-page limitation. The RFQ will be amended in a forthcoming addendum to incorporate the exclusion of the key terms summaries from the page limit.</p>

Question # 30	
Question:	Please confirm that electronic signatures in blue ink will be acceptable as originals for the "Original" volume.
IDOT Response:	Please see the response to Question #15 above. Documents may be hand-signed in blue ink, scanned and then printed or photocopied in color for inclusion in the hardcopies of the SOQ, including in the "Original" SOQ.

Question # 31	
Question:	The RFQ states that IDOT, the IFA and INDOT are in the process of negotiation the terms of a bi-state agreement that will address the relationship of the two states and the aforementioned entities with respect to the Project. Can IDOT please provide an update as to the status of these negotiations and an anticipated timeline for when the bi-state agreement will be finalized? This will allow Respondents to gain a better understanding of the relationship and level of collaboration between Indiana and Illinois and how the requirements of one may impact the other as we submit our qualifications and continue evaluating the Project.
IDOT Response:	Additional information regarding the terms and status of the bi-state agreement will be provided in the industry review draft of the RFP to be issued to the Shortlisted Respondents. If IDOT decides, in its discretion, to provide Respondents additional information regarding the bi-state agreement prior to the SOQ Due Date, it will do so by issuing an addendum to the RFQ.

Question # 32	
Question:	<p>It is typical in the P3 management structure for the position matching the description of the Quality Manager to exist in parallel at both the Developer and Lead Contractor levels. In such a structure, the Developer's quality manager has the position of oversight of the Lead Contractor's quality manager and both have the authority to stop work in their respective positions. However, because the lead Contractor's quality manager has the more hands-on position, working directly on the construction site, we feel that this is the more relevant of the two positions for IDOT to review in the context of this SOQ. As such, we suggest the following revision:</p> <p>"Responsible for the overall design, and construction, and life-cycle quality of the Illinois Project, implementing quality planning and training, and managing the team's quality management processes. Independent of Lead Contractor's <u>s production team</u> and has the authority to stop work."</p>
IDOT Response:	<p>The requested change will not be made. Each Respondent should designate in its SOQ the person who will serve as the overall Quality Manager for the project. This Key Personnel position should report directly to the Developer. Please also see IDOT's response to Question #8 in RFQ Addendum No. 2, Question and Answer Set #2.</p> <p>Note, however, that IDOT does not discourage, and the RFQ does not preclude, the quality management structure described in this Question. IDOT does not expect to describe or dictate each and every individual in a Developer's organization, particularly at the RFQ stage. The Respondent may, however, choose to identify a Lead Contractor / design-build level quality manager in its SOQ, subject to applicable page limits, in addition to designating a person for the Key Personnel position of the overall, Developer-level Quality Manager. IDOT encourages Respondents to describe how they propose to ensure quality through all elements of the project life cycle through their organizational structure, in the Respondent's description of its management structure to be provided in SOQ Volume 2, Section B(3) and/or in its Statement of Technical Approach. IDOT expects an organizational structure where the quality oversight is independent of the production work of the construction entity and the quality manager/team has authority to stop work when needed.</p>

Question # 33					
Question:	<p>The List of Key Personnel describes the position of Construction Manager as the individual “responsible for ensuring that the Illinois Project is constructed in accordance with the Illinois Project requirements.” It is typical in the P3 management structure that the design-build organizational structure hinges around the position of a “Design-Build Project Manager,” who would be the individual responsible for ensuring that the Illinois Project is “designed and constructed” in accordance with the Illinois Project requirements. Under this organizational structure, the construction manager would report to the Design-Build Project Manager.</p> <p>We feel that the position of the Design-Build Project Manager is a more relevant position than construction manager for IDOT to review in the context of this SOQ. We respectfully suggest that the following changes be made to the Key Personnel descriptions to clarify this point.</p> <table border="1" data-bbox="505 632 1404 1270"> <tr> <td data-bbox="505 632 917 1003"><u>Developer’s</u> Project Manager</td><td data-bbox="917 632 1404 1003">Responsible for leading the Developer’s efforts and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Developer, including safety and environmental compliance. Assigned to the Illinois Project full-time and co-located / on-site until final acceptance of construction of the Illinois Project.</td></tr> <tr> <td data-bbox="505 1003 917 1270">Construction <u>Design-Build</u> <u>Project</u> Manager</td><td data-bbox="917 1003 1404 1270">Responsible for ensuring that the Illinois Project is <u>designed and</u> constructed in accordance with the Illinois Project requirements. Assigned to the Illinois Project full-time and co-located / on-site until substantial completion of the Illinois Project.</td></tr> </table>	<u>Developer’s</u> Project Manager	Responsible for leading the Developer’s efforts and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Developer, including safety and environmental compliance. Assigned to the Illinois Project full-time and co-located / on-site until final acceptance of construction of the Illinois Project.	Construction <u>Design-Build</u> <u>Project</u> Manager	Responsible for ensuring that the Illinois Project is <u>designed and</u> constructed in accordance with the Illinois Project requirements. Assigned to the Illinois Project full-time and co-located / on-site until substantial completion of the Illinois Project.
<u>Developer’s</u> Project Manager	Responsible for leading the Developer’s efforts and be responsible for overall design, construction, operation, maintenance, and contract administration on behalf of the Developer, including safety and environmental compliance. Assigned to the Illinois Project full-time and co-located / on-site until final acceptance of construction of the Illinois Project.				
Construction <u>Design-Build</u> <u>Project</u> Manager	Responsible for ensuring that the Illinois Project is <u>designed and</u> constructed in accordance with the Illinois Project requirements. Assigned to the Illinois Project full-time and co-located / on-site until substantial completion of the Illinois Project.				
IDOT Response:	The RFQ will be amended in a forthcoming addendum to incorporate the suggested changes.				